

HEARING DATE AND TIME: February 3, 2011 at 9:45 a.m. (Eastern Time)

RESPONSE DEADLINE: January 27, 2011 at 4:00 p.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
	:
Debtors.	: (Jointly Administered)
	:
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**RESPONSE OF THE THIRD SITE TRUST FUND
TO DEBTORS' 118TH OMNIBUS OBJECTION TO CLAIMS**

The Third Site Trust Fund responds in opposition to that portion of Debtors' 118th Omnibus Objection to Claims ("Debtors' Objection") which seeks to disallow and expunge Claim Number 43889. The Debtors' Objection should be denied because Claim Number 43889 was settled on November 3, 2010. A copy of the stipulation and settlement resolving Claim Number 43889 is appended to and made a part of this response as Exhibit 1.

1. On October 6, 2009 this Court entered an Order pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 3007 and 9019(b) which, among other things,

established procedures for settling certain claims (the “Settlement Procedures Order”). Pursuant to the Settlement Procedures Order, the Debtors were authorized with certain exceptions not here relevant to settle any and all claims against the debtors without prior approval of the Court or other party in interest whenever, among other things, the aggregate amount to be allowed for an individual claim (the “Settlement Amount”) is less than or equal to \$1,000,000.

2. After good faith arms length negotiations the parties reached an agreement to resolve Claim Number 43889 for the amount of \$210,943.00. That agreement is set forth in Exhibit 1 to this response to objections and was executed on behalf of Motors liquidation Company and affiliated Debtors on November 3, 2010. The stipulation and settlement is binding on Motors Liquidation Company and its affiliated Debtors. The objection to Claim Number 43889 should therefore be denied.

WHEREFORE the Third Site Trust Fund prays that this Honorable Court deny Debtors’ 118th Omnibus Objection to Claims as it relates to the Third Site Trust Fund’s Claim Number 43889, and for such other and further relief as it deems just and proper.

Dated: Rye Brook, New York
January 26, 2011

/s/ Norman W. Bernstein
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